# F00000000949

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T. Reberts MAR 23 2001



Blackboard'

March 20, 2007

Florida Division of Corporations Amendment Section Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Re: WebCT, Inc.;

File #: F00000000949

1899 L Street, NW 5<sup>th</sup> Floor Washington, DC 20036

(202) 463-4860 (main) (202) 463-4863 (fax)

Dear Document Examiner:

WebCT, Inc., ("WebCT") merged with and into Blackboard Corp (DE) ("Blackboard") with WebCT being the survivor of the merger. In the merger, WebCT, Inc. changed its name to Blackboard USA Inc.

In connection with the above merger transaction, please find the following enclosed documents:

- Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida
- Payment of \$35.00
- Cert re: name change

We believe that the filing of the above documents and payment, allows the following:

WebCT to change its name to Blackboard USA Inc.

Please update your records and send to me the evidence.

Should you have any questions, please don't hesitate to contact me directly at: 202-463-4860, ext 2449. Or email me at aanderson@blackboard.com

Sincerely,

Milliade

April Anderson Paralegal

#### **COVER LETTER**

TO:	Amendment Section Division of Corporations					
SUBJ	ECT: WebCT, Inc. (Name	of Corp	oration)			
DOC	UMENT NUMBER: F00000000949	•				
		:4-36-	Cli			
	nclosed Amendment and fee are subm					
Please	e return all correspondence concerning	this m	atter to 1	the following	ng:	
April A	Anderson					
	(Name of Contact Person)			_		
Blackb	poard Inc.					
	(Firm/Company)			_		
1900 1	Street NW 5th Floor					
1099 L	Street, NW 5th Floor (Address)			_		
Washi	ngton, DC 20036 (City/State and Zip Code)			_		
F 6	•		••			
For fu	orther information concerning this mat	ter, ple	ase call:			
April A	Anderson	at (	202	) 463-4860	x2449	none Number)
	(Name of Contact Person)	_ · · (A	rea Code	& Daytime	Telepl	none Number)
Enclo	sed is a check for the following amour	nt:				
<b>V</b>	\$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status		Certifi (Addit	Filing Fee & led Copy lional copy is osed)		\$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)
Maili	ng Address:	Street	Addres	<u>s:</u> .		
	dment Section on of Corporations	Amendment Section Division of Corporations				
	Box 6327	Clifton Building				
	assee, FL 32314	2661 Executive Center Circle				
		Tallah	assee, F	L 32301		

### PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

### SECTION I (1-3 MUST BE COMPLETED)

F0000000949	•
(Document number	er of corporation (if known)
1 WebCT, Inc.	
(Name of corporation as it appear	s on the records of the Department of State)
2. Delaware	3. February 22, 2000 (Date authorized to do business in Florida)
(Incorporated under laws of)	(Date authorized to do business in Florida)
	CTION II Y THE APPLICABLE CHANGES)
4. If the amendment changes the name of the corporat	ion, when was the change effected under the laws of
its jurisdiction of incorporation? January 1, 2007	
5 Blackboard USA Inc.	
(Name of corporation after the amendment, adding appropriate abbreviation, if not contained in new r	suffix "corporation," "company," or "incorporated," or name of the corporation)
(If new name is unavailable in Florida, enter alternations business in Florida)	te corporate name adopted for the purpose of transacting
6. If the amendment changes the period of duration, in	dicate new period of duration.
(No	ew duration)
7. If the amendment changes the jurisdiction of incorp	oration, indicate new jurisdiction.
(Ne	w jurisdiction)
	7
(Signature of a director, president or other officer - if of a receiver or other court appointed fiduciary, by the	in the hands
Mathew Shull	3 Che lary 17-1
(Typed or printed name of person sign	ing) (Title of person signing)

## Delaware

PAGE 1

### The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH
MERGES:

"BLACKBOARD CORP. (DE) ", A DELAWARE CORPORATION,

WITH AND INTO "WEBCT, INC." UNDER THE NAME OF "BLACKBOARD USA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2006, AT 3:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID

CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF

DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY,
A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID

CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF

DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE

EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE

RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT

AND SOURCE OF THE PROPERTY OF

Warriet Smith Windsor, Secretary of State

AUTHENTICATION: 5432450

DATE: 02-14-07

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## Delaware

PAGE 2

### The First State

BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

ANYS OF THE PARTY OF THE PARTY

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5432450

DATE: 02-14-07